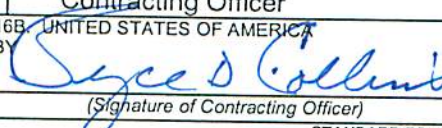


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT CODE		PAGE OF PAGES 1 6	
2. AMENDMENT/MODIFICATION NO. 393		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY John F. Kennedy Space Center, NASA Procurement Office Kennedy Space Center, FL 32899		CODE OPOS		7. ADMINISTERED BY (If other than Item 6)		CODE	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code) Space Gateway Support 2411 Dulles Corner Park, Suite 500 Herndon, VA 20171-3430				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER NO. NAS10-99001			
				10B. DATED (SEE ITEM 13) August 21, 1998			
CODE		FACILITY CODE					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning ____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
0. ACCOUNTING AND APPROPRIATION DATA (If required)							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).							
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Unilateral Modification in accordance with Attachment J8, JBOSC Award Fee Evaluation Plan							
D. OTHER (Specify type of modification and authority)							
E. IMPORTANT: Contractor [X] is not, <input type="checkbox"/> is required to sign this document and return ____ copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)							
The purpose of this modification is to revise Articles B-3 and B-4 to reflect the amount of award fee earned as determined by the Fee Determination Official on December 14, 2006, for the period April 1, 2006 through September 30, 2006. The award fee earned is \$6,698,564. The total available award fee pool is reduced by \$1,391,489 from \$8,090,053 to \$6,698,564.							
NOTE: EARNED AND PROVISIONAL AWARD FEE PAYMENT DISBURSED TO DATE IN THE AMOUNT OF \$112,294,774, IS DEDUCTED FROM THE EARNED AWARD FEE THROUGH AWARD FEE PERIOD 16 OF \$112,835,178. A <u>NET PAYMENT OF \$540,404</u> is due.							
As a result of the above changes, Articles B-3, B-4 and G-2 are revised.							
All other terms and conditions of the contract remain unchanged. Award Fee numbers were based upon mod 346. End of Modification							
15A. NAME AND TITLE OF SIGNER (Type or print)				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)			
				Bryce D. Collins Contracting Officer			
15B. CONTRACTOR/OFFEROR		15C. DATE SIGNED		16B. UNITED STATES OF AMERICA BY 		16C. DATE SIGNED 12/22/06	
(Signature of person authorized to sign)				(Signature of Contracting Officer)			

ORIGINAL

ARTICLE B-3 CONTRACT VALUE			
Basic Period Sep 98-30 Sep 03			
The contract value is summarized below:			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Phase-In Period (FFP) (Sept 1998)	\$1,113,486		1,113,486
Basic Period Thru 392			
10/01/98-09/30/00	\$396,406,378	\$23,187,199	419,593,577
Neg. Cost Overrun MOD 135	\$9,200,000	\$0	9,200,000
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY99-FY00	\$405,606,378	\$23,187,199	428,793,577
(10/01/00-09/30/01)	\$215,635,118	\$13,106,768	228,741,886
Neg. Cost Overrun MOD 135	\$18,804,377	\$0	18,804,377
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY01	\$234,439,495	\$13,106,768	247,546,263
(10/01/01-09/30/02)	\$234,055,207	\$14,098,312	248,153,519
Neg. Cost Overrun MOD 135	\$19,865,904	\$0	19,865,904
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY02	\$253,921,111	\$14,098,312	268,019,423
(10/01/02-09/30/03)	\$247,365,902	\$15,357,411	262,723,313
Neg. Cost Overrun MOD 135	\$22,426,471	\$0	22,426,471
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY03	\$269,792,373	\$15,357,411	285,149,784
TOTAL BASIC PERIOD	\$1,164,872,843	\$65,749,690	1,230,622,533
Option Period 1 Oct 03 - 30 Sept 04			
Option 1A			
(10/01/03-09/30/04)	\$244,075,599	\$15,352,803	259,428,402
Neg. Cost Overrun MOD 135	\$22,135,767	\$0	22,135,767
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY04	\$266,211,366	\$15,352,803	281,564,169
Option 3BA			
(10/01/03-09/30/04)	\$2,322,030	\$185,762	2,507,792
Option 5BA			
(10/01/03-09/30/04)	\$321,092	\$25,687	346,779
TOTAL OPTION 1A PERIOD	\$268,854,488	\$15,564,252	284,418,740

Option Period 1 Oct 04 - 30 Sept 06			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Options Thru Mod 392			
OPTION 1B			
(10/01/04-09/30/05)	\$278,485,639	\$17,043,409	295,529,048
Neg. Cost Overrun MOD 135	\$25,895,945	\$0	25,895,945
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			\$0
Total FY05	\$304,381,584	\$17,043,409	321,424,993
(10/01/05-09/30/06)	\$261,577,567	\$15,426,743	277,004,310
Neg. Cost Overrun MOD 135	\$29,101,654	\$0	29,101,654
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No. 393		(\$1,391,489)	(\$1,391,489)
Total FY06	\$290,679,221	\$14,035,254	304,714,475
Option 3BB			
10/01/04-09/30/05	\$2,391,149	\$191,292	2,582,441
10/01/05-09/30/06	\$2,477,883	\$198,231	2,676,114
Total Option 3BB	\$4,869,032	\$389,523	5,258,555
Option 5BB			
10/01/04-09/30/05	\$331,342	\$26,507	357,849
10/01/05-09/30/06	\$331,781	\$26,542	358,323
Total Option 5BB	\$663,123	\$53,049	716,172
TOTAL OPTION 1B Period	\$600,592,960	\$31,521,235	632,114,195
Option Periods 1 Oct 06 - 30 Sep 08			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
OPTION 1C			
(10/01/06-9/30/07)	\$265,705,406	\$17,406,256	283,111,662
Neg. Cost Overrun MOD 135	\$31,867,270	\$0	31,867,270
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.	\$0	\$0	0
Total FY07	\$297,572,676	\$17,406,256	314,978,932
(10/01/07-9/30/08)	\$270,851,076	\$17,705,646	288,556,722
Neg. Cost Overrun MOD 135	\$33,448,837	\$0	33,448,837
Cost Overrun	\$0	\$0	0
Mod No. Cost Overrun			0
Mod No.			0
Total FY08	\$304,299,913	\$17,705,646	322,005,559

Option Periods 1 Oct 06 - 30 Sep 08 Cont.			
Option 3BC			
10/01/06-09/30/07	\$2,539,810	\$203,185	2,742,995
10/01/07-09/30/08	\$2,621,598	\$209,728	2,831,326
Total Option 3BC	\$5,161,408	\$412,913	5,574,321
Option 4BB			
10/01/04-09/30/05	\$0	\$0	0
10/01/05-09/30/06	\$0	\$0	0
Total Option 4BB	\$0	\$0	0
Option 4BC			
10/01/06-09/30/07	\$0	\$0	\$0
10/01/07-09/30/08	\$0	\$0	\$0
Total Option 4BC	\$0	\$0	\$0
Option 5BC			
10/01/06-09/30/07	\$332,204	\$26,576	358,780
10/01/07-09/30/08	\$341,511	\$27,321	368,832
Total Option 5BC	\$673,715	\$53,897	727,612
TOTAL OPTION 1C Period	\$607,707,712	\$35,578,712	643,286,424
TOTAL CONTRACT			
VALUE SEP98-SEP08	\$2,642,028,003	\$148,413,889	\$2,790,441,892
*Earned fees for past periods plus the available fees for future periods			
Exercised options are moved above the Total Contract Value Line.			

ARTICLE B-4 AWARD FEE

The amount of award fee earned, if any, shall be determined in accordance with Section J, Attachment J-8, Award Fee Evaluation Plan, and other provisions of this contract as applicable. The following specifies by award fee period the amount of available award fee, the amount of earned award fee, and the award fee score.

[illegible]

[illegible]